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Attorneys for Plaintiff Relmada Therapeutics, Inc.

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

RELMADA THERAPEUTICS, INC., a
Nevada corporation,

Plaintiff,

v.

LAIDLAW & COMPANY (UK) LTD., a
foreign corporation, **MATTHEW D.**
EITNER, an individual and citizen of New
Jersey, and **JAMES P. AHERN**, an
individual and citizen of New Jersey,

Defendants.

Case No.: 15-cv-02338-JCM-CWH

PRELIMINARY
INJUNCTION

UPON CONSIDERATION of the Motion for Preliminary Injunction filed by Plaintiff Relmada Therapeutics, Inc. ("Relmada") for a preliminary injunction against Defendants Laidlaw & Company (UK) Ltd., Matthew D. Eitner, and James P. Ahern (collectively, "Defendants"), the Federal Rules of Civil Procedure, the pleadings and papers on file herein, the Memorandum of Points and Authorities, including the Declaration of Sergio Traversa, together with the exhibits, and for good cause shown:

THE COURT HEREBY FINDS THAT,

1 1. Relmada is likely to succeed on the merits because the False Solicitation contains
2 material misstatements and omissions;

3 2. Relmada and its stockholders will suffer irreparable harm if Defendants are not
4 enjoined from continuing to disseminate false and misleading proxy materials and required to
5 retract or correct those materials;

6 3. The balance of hardships favors the issuance of an injunction here because the
7 right of Relmada's stockholders to vote for qualified directors will be directly impacted, and an
8 improper vote will hold up the election of qualified directors resulting in uncertainty over the
9 corporate governance of the Company; and

10 4. The public interest will benefit from granting an injunction because it prevents an
11 uninformed shareholder vote.

12 THEREFORE, IT IS HEREBY ORDERED THAT, pending a full trial on the merits:

13 1. Defendants shall be enjoined from continuing to disseminate false and misleading
14 proxy materials.

15 2. Defendants immediately must retract or correct their false and misleading proxy
16 materials.

17 3. If Defendants choose to correct their false and misleading proxy materials, they
18 immediately shall:

19 (a) Disclose that they missed the advance notice deadline for stockholders to
20 validly nominate Relmada directors at the 2015 annual meeting;

21 (b) Disclose that there are only two seats up for election on Relmada's Board
22 at the 2015 annual meeting;

23 (c) Disclose that the Board of Directors has the sole authority to set the size of
24 the Board; and

25 (d) Disclose that the corporate actions taken by Relmada's current Board and
26 stockholders that Defendants' label as "entrenchment" all were authorized under Relmada's
27 articles of incorporation, bylaws, and Nevada law.
28

1 ENTERED December 22, 2015.

2 
3 UNITED STATES DISTRICT JUDGE

4 Respectfully Submitted By:

5 BROWNSTEIN HYATT FARBER SCHRECK, LLP

6 By: /s/ Jeffrey S. Rugg

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